

# **Bylaws of the**

## **Seattle Soccer Referees Association**

### **Article I. GENERAL MATTERS.**

Section 1. Name and Organization. The name of this organization is Seattle Soccer Referees Association ("SSRA" or "Chapter"). The Chapter is a nonprofit corporation organized under the laws of the State of Washington.

Section 2. Affiliation. The Chapter's principal affiliation will be with the Washington State Referee Committee ("WASRC"). Members of the Chapter may affiliate individually with the United States Soccer Federation ("USSF"), Washington Officials Association ("WOA"), and/or other sanctioned soccer referee organizations. The Chapter may implement and carry out any affiliations in accordance with these bylaws in the furtherance or promotion of soccer and soccer officiating.

Section 3. Purpose. The purpose of the Chapter is to promote soccer officiating and the sport of soccer; to establish and maintain a standard of ethics for officials; to foster a spirit of pride, unity and cooperation among officials in the Chapter; to provide a forum for soccer officials; to arrange for officiating services to organizations whose purpose is promoting or playing the sport of soccer; to provide support services related to the teaching, assigning, assessing and professional growth of soccer officials; to represent member referees in relationships developed with other soccer organizations; and to provide administrative, contractual and organizational support for member soccer referees.

Section 4. Service Area. The principal area in which the Chapter shall engage in activities in furtherance of its purposes is Seattle and the western portion of King County, Washington which is the area generally coinciding with District One of the Washington Youth Soccer League.

### **Article II. MEMBERSHIP.**

Section 1. Classes of Membership And Eligibility. There shall be two general classes of membership, voting and nonvoting. Within those two classes there shall be subclasses, all as follows:

A. Voting Members. The following members shall be Voting Members:

1. Full Members. Persons who have a current registration with USSF or with another sanctioned soccer referee organization or are qualified soccer assignors, assessors, or instructors, who are in agreement with the purposes of the Chapter are eligible to be Full Members of the Chapter.

Section 2. Denial And Termination Of Membership. Membership in the Chapter may be denied for good cause by a vote of two thirds (2/3) of the entire Board. Membership in the Chapter may be terminated for good cause and after a suitable hearing before the Board by a vote of three quarters (3/4) of the entire Board. A member may terminate his or her membership by written

notice to the Chapter President or Secretary. When membership in the Chapter ceases from any cause whatsoever, all Chapter fees, administrative fees, and membership rights and interests thereunder revert to the Chapter.

### **Article III. ADMINISTRATION.**

Section 1. Board Of Directors. The affairs of the Chapter shall be managed by a Board of Directors ("the Board") elected in accordance with Article IV of these Bylaws. Election to the Board shall be limited to Voting Members of the Chapter. The Board shall govern the administration of Chapter affairs, manage all financial transactions, make rules and policy in support of the Chapter's programs, and act for the interest of the Chapter in any way consistent with these Bylaws. The Board shall be responsible for developing policies and procedures that shall guide the activities of the Board, Staff, Assignors and Committees. The Board shall be responsible for establishing a Code of Conduct and Ethics of Members.

Members of the Board shall be entitled to vote as Voting Members on all matters submitted to vote or other action of the members.

Section 2. Officers And Eligibility. The officers of the Chapter shall consist of the President, VicePresident, Secretary, Treasurer, Youth Representative, Adult Representative, and up to 5 Directors-at-Large provided the Board consists of an odd number. No person shall hold more than one office at the same time. No officer shall hold more than one seat on the Board nor be entitled to cast more than one vote.

Section 3. Committees There shall be one standing committee, the Executive Committee which shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall have all of the powers of the Board allowed by law, provided that the Executive Committee shall not have the power to amend the Bylaws, terminate members, nor authorize expenditures in excess of Two Thousand Dollars (\$2,000).

The Board by resolution adopted by a majority vote of the Directors in office may designate and appoint one or more additional committees each of which shall consist of two or more directors and such other members as the Board or committee may designate. Appointments of the members and chairpersons of a committee may be made by the Board or, at the Board's discretion, by the President subject to confirmation by the Board. Committees shall have and exercise such authority as may be specified in the resolution, provided that such authority is not prohibited by law or these Bylaws.

Section 4. Regular And Special Board Meetings. The Board may meet periodically to discuss the affairs of the Chapter at dates, times, and places as determined by the Board or the President. Special meetings of the Board may be called by the President or any two members of the Board. Except in the case of emergency, members of the Board shall be given not less than seven days' prior notice of all meetings of the Board. If a schedule of Board meetings is fixed in advance, notice of the schedule shall be sufficient notice of all such meetings scheduled on or after the seventh day after the notice is given. In the case of emergency, the person(s) calling the Board meeting shall give such prior notice of the meeting as may reasonably be given under the circumstances. A notice of any Board meeting may, but is not required to, include a statement of all or any part of the business to be transacted at the meeting. Board Members are required to attend all regular Board meetings. Two (2) absences are allowed. If a Board Member

is absent from three (3) or meetings they may be removed by a majority vote of the Board. If removed, a replacement will be appointed as outlined elsewhere in these Bylaws.

Section 5. Quorum Of Board Members. Except as otherwise required by law or by these bylaws, a majority of the entire Board shall constitute a quorum and the act or decision of a majority of a quorum shall be the act or decision of the Board.

Section 6. Duties Of Officers.

A. President. The President shall be the presiding officer of the Chapter. The President shall supervise all activities of the Chapter, execute all instruments on its behalf, preside at all meetings of the Members and of the Board. The President shall, with the confirmation of the Board, make all appointments of chairpersons and Members to standing or special committees and manage the general day to day affairs of the Chapter. The President shall act as the spokesperson for the Chapter. The President shall be the Chapter representative to the WASRC Board, shall vote on behalf of the Chapter, and shall keep the Chapter and WASRC informed of the affairs of the other. The President shall perform such additional duties as may be determined by the Board from time to time.

B. Vice President. The Vice President shall act as the President of the Chapter in the absence or disability of the President. The Vice President shall perform such additional duties as may be determined from time to time by the President or the Board.

C. Secretary. The Secretary shall be the recording officer of the Chapter and shall keep a record of all the proceedings of the Chapter and of the Board. The Secretary shall provide minutes and periodic summaries of the Chapter activities as directed by the President or the Board. An annual summary of Chapter activities shall be presented at the Chapter's Annual General Meeting ("AGM"). In the absence of the Secretary at any meeting, the presiding officer may appoint a temporary secretary to perform the recording duties of the Secretary. The Secretary shall perform such additional duties as may be determined from time to time by the President or the Board.

D. Treasurer. The Treasurer shall be responsible to collect and disburse funds, maintain the financial records of the Chapter and provide an annual written report of the Chapter's financial affairs at the Chapter's AGM. The Treasurer shall be bonded in an amount to be established by the Board. The Treasurer shall establish and maintain procedures for the collection and disbursement of all funds belonging to or administered by the Chapter. The Treasurer shall ensure that proper records and accounts of all financial activity are kept and maintained. The Treasurer shall be responsible for depositing and disbursing funds and shall account for such activities with appropriate authorization documents. The Treasurer and the President, each acting alone, shall be authorized to sign checks or other instruments of withdrawal or payment against Chapter accounts. The Treasurer and the President, each acting alone, shall be authorized to sign checks or other instruments of withdrawal or payment against Chapter accounts in an amount not to exceed Two Thousand Dollars (\$2,000), disbursements and withdrawals in excess of Two Thousand Dollars shall have the signature of both the President and Treasurer. The Treasurer, as requested from time to time by the President or the Board, shall present periodic written reports of the Chapter's financial activities and status and perform such additional duties as may be determined from time to time by the President or the Board.

E. Youth Representative. The Youth Representative shall be responsible for representing the

interests of the youth referees. Youth referees are defined as those members aged eighteen (18) years and younger or, if older, currently enrolled in high school or college. The Youth Representative shall lead committees as requested by the President or Executive Committee.

F. Adult Representative. The Adult Representative shall be responsible for representing the interests of adult referees. Adult referees are defined as those members aged over eighteen (18) years and not enrolled in high school or college. Adult Representative shall lead committees as requested by the President or Executive Committee.

G. Directors-at-Large. Directors-at-Large shall lead committees as requested by the President or Executive Committee. They shall also be responsible for representing the general interests of the members.

Section 7. Assignors. The Chapter Assignor(s) shall be responsible for assigning referees to matches in accordance with negotiated contracts or other arrangements between the Chapter and client organizations and between the Chapter and referees. The Assignor(s) shall be appointed by the President subject to confirmation by the Board. The Assignor(s) shall perform such other duties as may be determined from time to time by the Board. The Assignor(s) shall serve at the pleasure of the Board and may be removed from this position by the Board or by the President subject to the Board's concurrence.

The Assignor(s) shall be responsible for recording all information necessary for the administration of the assigning program and for referees' personal financial and assignment information. Stipends shall be provided the Assigning Secretary and the Assignor(s) in amounts as determined by the Board from time to time.

Section 8. Financial Review. In addition to the Directors' review, the Board may engage an independent agent to conduct a review or an audit of the financial statements, books, and accounts of the Chapter. A review or an audit may be conducted at the pleasure of the Board as it deems desirable or necessary. A written summary of the results of each review or audit, including that by the Directors, shall be submitted to the Board within fourteen days of its completion and shall be submitted to the Members for their information and for review, acceptance, approval, or disapproval by the Voting Members at the next regular Chapter meeting.

Section 9. Expenses. Expenses incurred by any Director or Member on behalf of the Chapter shall be reimbursed, provided that reimbursements in excess of Five Hundred Dollars shall be reviewed by the Board. Except as otherwise provided in this Section, no Officer or Board Member of the Chapter shall receive compensation for performing any of the duties associated with that position.

Section 10. Indemnification. The Chapter shall indemnify its existing and former directors, officers, employees and other agents against liabilities and expenses of suit or other proceeding incurred by them because of conduct in their official capacities and advance such expenses to the full extent specified in RCW 23B.08.500 through RCW 23B.08.600. The Chapter may indemnify and advance expenses of suit or other proceeding to such persons to such greater extent as may be permitted by RCW 23B.08.500 through RCW 23B.08.600. Decisions concerning these matters shall be made as provided by law except that where such laws refer to shareholders it shall mean Voting Members. References in this Section to RCW 23B.08.500 through RCW 23B.08.600 include such provisions as they may hereafter be amended or

replaced from time to time in whole or in part. The Chapter shall provide and pay for such insurance as the Board deems appropriate to fulfill potential indemnification obligations created by this Section or through other activities or resolutions of the Board.

## **Article IV. ELECTIONS, TERMS OF OFFICE, AND VOTING.**

Section 1. Nominations. The Vice President shall establish a nominating committee each year to present a slate of nominees for Officers and Board positions of the Chapter. Candidates for all officer positions shall be nominated at the May Chapter meeting. There shall be not less than one nor more than three candidates for each positions. Subject to the preceding sentence, Voting Members in attendance at the May Chapter meeting may nominate candidates in addition to those nominated by the nominating committee.

Section 2. Election. Election of officers shall be by the Voting Members at the AGM. If there are more than two candidates for any office, there shall be two ballots taken for that office, the first with all candidates for the office and the second with the two of those candidates who received the most votes in the first ballot.

Section 3. Term Of Office.

A. Number And Term. There shall be not less than seven (7) nor more than eleven (11) Directors of the Chapter. Elected officers having qualified shall serve a term of two years beginning immediately following their election at the Annual General Meeting, or until their successors shall have been elected and qualified.

B. Elections for the following positions will be in even numbered years: President, Secretary, Youth Representative, Director-at-Large Position #1, Director-at-Large Position #3 and Director-at-Large Position #5. Elections for the following positions will be in odd numbered years: Vice President, Treasurer, Adult Representative, Director-at-Large Position #2 and Director-at-Large Position #4.

C. Reelection. The provisions of part A of this Section do not preclude an officer from being reelected to one or more successive terms in the same or different office.

Section 4. Removal Of Directors, Officers And Committee Members.

A. By The Board. Any chairperson or member of a committee appointed by the President may be removed from that position by the President subject to the Board's approval. Any chairperson or member of a committee may be removed from that position by the Board. Any officer or director of the Chapter may be removed from office and the Board by a two-thirds vote of the other members of the Board. Officers and Directors removed from office and the Board by the Board may request a hearing before a committee of three Voting Members, which committee shall be elected by the Voting Members. After suitable hearing before the committee, the committee shall by majority vote of its members affirm or reverse the Board's decision for removal.

B. By The Members. Any officer, director, committee chairperson, or committee member may be removed from the office, the Board, or the appointed position by majority vote of the Voting Members in attendance at any regular or special Chapter meeting after written petition for removal has been submitted by not less than one-tenth of the Voting Members; provided that the number of Voting Members in attendance at the vote on the petition for removal is equal to or greater than the number of Voting Members in attendance at the immediately preceding

regular

Chapter meeting. A petition for removal under this Section shall be in writing and may be delivered to any member of the Board. The issue of removal shall be promptly submitted to the Voting Members for decision. Not less than ten days but nor more than fifty days before the meeting at which such a petition will be submitted, Voting Members shall be notified that such a submission will be made and of the date, time, and place of the meeting at which it will be made.

Section 5. Vacancies. The Board shall fill all vacancies on the Board for officer positions. Any person so appointed shall serve until the next regular meeting where such appointment shall be submitted to the Voting Members for confirmation. Once confirmed, the appointed officer shall complete the term of the vacated office. In the case of a vacancy in the office of the President, the Vice President shall become the President and the Board shall appoint a successor to the Vice President. If a person appointed by the Board to fill a vacancy is not confirmed, the Voting Members shall elect a successor at that meeting.

Section 6. Voting. No Member may vote on any subject unless personally present at the meeting at which the vote is taken at the time when the vote is taken. Voting by proxy shall not be permitted.

## **Article V. MEETINGS.**

Section 1. Annual General Chapter Meetings. Each year the Chapter shall convene a meeting on the third Wednesday in the month of May identified as the Annual General Meeting ("AGM"). In addition to such other business as determined by the Board or special petition of the Membership, the Board shall present a discussion on the state of Chapter, provide a financial summary of revenues, disbursements and financial accounts and conduct the annual election of the Board.

Section 2. Regular And Special Chapter Meetings. Regular meetings of the Chapter shall be held monthly from August through May at dates, times, and places determined by the President or the Board.

Special meetings of the Chapter may be called by the President, a majority of the Board, or not less than one-tenth of the Voting Members.

Section 3. Notice Of Chapter Meetings. Voting Members shall be given not less than ten days prior notice of the date, time, and place of the AGM, of other regular Chapter meetings, and of special Chapter meetings. The notice of a special Chapter meeting shall include a statement of the purpose or purposes for which the meeting is called. If a schedule of regular Chapter meetings is fixed in advance, notice of the schedule shall be sufficient notice of all such meetings scheduled on or after the tenth day after the notice is given.

Section 4. Quorum Of Chapter Members. Except as otherwise provided by law or these bylaws, for any issue submitted to the membership for vote or other action, those Voting Members in attendance at the meeting at when the issue is submitted shall constitute a quorum of the membership. Where by law the issue must also be submitted to Nonvoting Members, then for that issue the Voting Members and the Nonvoting Members in attendance at the meeting at which the issue is submitted shall constitute a quorum of the membership. Similarly, where by

law an issue must be submitted to vote or other action of the membership by classes or subclasses, then for that issue the members of the various classes and subclasses in attendance at the meeting when the issue is submitted shall constitute a quorum of the respective classes and subclasses. Unless otherwise required by law, the vote of a majority of a quorum shall be the decision of the membership or, if applicable, of the class or subclass of the membership. Any Member present at a meeting at which an issue is submitted to the membership for vote or other decision may speak for and against the issue even if the Member is not a Voting Member.

## **Article VI. AMENDMENTS.**

Section 1. Proposed Amendments. Amendments to these bylaws may be proposed by any Voting Member. Proposed amendments shall be delivered to any member of the Board who shall promptly refer them to the Board. The Board shall examine the proposed amendment(s) and, if the Board determines the proposal is consistent with the purposes of the Chapter, the proposal shall be submitted to a vote of the Voting Members at the next Annual General Meeting or a Special Meeting called with proper notice to members. If the Board determines the proposal is inconsistent with the purposes of the Chapter, the Board shall promptly notify those proposing the amendment(s) of its determination. On written petition of not less than one-tenth of the Voting Members, the proposed amendment(s) shall nevertheless be submitted to a vote of the Voting Members at the next semiannual general meeting.

Section 2. Vote Of The Membership Required. An amendment to these bylaws may be adopted only by majority vote of the Voting Members at the Annual General Meeting or a Special Meeting duly convened with appropriated notice. All amendments so adopted shall be effective on adoption.